

Exhibit B

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

| | |
|--------------------------------|---------------------------|
| -----X | |
| In re | : Chapter 11 |
| | : |
| DOWLING COLLEGE, | : |
| f/d/b/a DOWLING INSTITUTE, | : Case No. 16-75545 (REG) |
| f/d/b/a DOWLING COLLEGE ALUMNI | : |
| ASSOCIATION, | : |
| f/d/b/a CECOM, | : |
| a/k/a DOWLING COLLEGE, INC., | : |
| | : |
| Debtor. | : |
| -----X | |

**DECLARATION OF ROBERT S. ROSENFELD, CHIEF RESTRUCTURING
OFFICER OF THE DEBTOR, IN SUPPORT OF THE DEBTOR’S MOTION FOR
AN ORDER PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE BANKRUPTCY
CODE AUTHORIZING TRANSFER OF SPECIAL COLLECTIONS TO
OTHER EDUCATIONAL INSTITUTIONS**

I, ROBERT S. ROSENFELD, declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am the Chief Restructuring Officer (the “CRO”) of the above-captioned debtor and debtor in possession (“Dowling” or the “Debtor”).

2. I submit this declaration in further support of the Debtor’s motion seeking entry of an order approving the transfer of the Debtor’s Special Collections¹ to the Special Collections Recipients (the “Motion”).

3. All statements contained herein are based on personal knowledge or made upon information and belief.

4. Prior to the Petition Date, I was retained to perform the functions and hold the title of Chief Restructuring Officer (the “CRO”). In accordance with my retention Order, entered December 16, 2016 [DE 106], I have taken over as the day-to-day manager of the Debtor and I am responsible

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Sale Motion.

for managing the Debtor as debtor-in-possession in this Chapter 11 Case, assisting in the formulation, preparation and consummation of a plan of liquidation and performing such other duties customary to a chief restructuring officer.

A. The Special Collections

5. Prior to the Petition Date, the Debtor operated two campuses: the main campus located in Oakdale, New York (the “Oakdale Campus”) and a second campus located in Brookhaven, New York (the “Brookhaven Campus”).

6. Among the buildings on the Oakdale Campus was the library (the “Library”). The Library contained, among other things, certain collections of books, manuscripts, photographs, paintings, periodicals and related items (collectively, the “Special Collections”). The Special Collections were donated to or purchased by Dowling over time. A table summarizing the contents of the Special Collections and the proposed Special Collections Recipients (as defined herein) is annexed hereto as Exhibit 1.

7. Following the sale of the Oakdale Campus to Mercury International, LLC (“Mercury”), the contract designee of NCF Capital Limited, authorized by the Court by order dated July 14, 2017 [DE 366], the Debtor transferred the Special Collections to the Brookhaven Campus for storage.

8. On June 19, 2018, the Court entered an order (the “Brookhaven Sale Order”) authorizing the Debtor to sell the Brookhaven Campus to Triple Five Aviation LLC (“Triple Five”) [DE 544]. Closing on the sale with Triple Five is pending.

9. Pursuant to the asset purchase agreement with Triple Five (the “Brookhaven Campus APA”), closing is scheduled for no later than forty-five (45) days following the Brookhaven Sale Order becoming final and non-appealable. *See* Brookhaven Campus APA, § 3.3(a). The Brookhaven Campus APA also provides that the Debtor must remove property not

included in the sale of the Brookhaven Campus, including the Special Collections, within 14 days of closing. *Id.* at § 7.7.

10. The Charities Bureau of the Office of the Attorney General for the State of New York (the “Charities Bureau”) has made routine inquiry of the Debtor’s bankruptcy counsel in relation to property requests with a focus on personal property that may be deemed restricted because the personal property was donated to the Debtor subject to donor-imposed restrictions (a “Restricted Asset”). With the assistance of a former Dowling librarian, the Debtor determined that all of the items contained in the Special Collections were either donated on an unrestricted basis, purchased by the Debtor or originated by the Debtor. As a result, the Debtor does not believe any portion of the Special Collections is a Restricted Asset. The Debtor’s counsel has informed the Charities Bureau of this position and its proposed disposition of the Special Collections, as set forth herein, and the Charities Bureau has raised no objection to the transfer of the Special Collections to the Special Collections Recipients.

11. After determining that the Special Collections were property of the Debtor’s estate and in contemplation of the closing of the sale of the Brookhaven Campus, with the assistance of a former Dowling librarian, I sought to sell the Special Collections and toward that end, contacted several book collectors, dealers, and auction houses. Only one offer for \$6,000.00 was made for a portion of the Special Collections. Since the administrative and legal costs associated with obtaining approval of this offer would result in little or no value left for the Debtor’s estate, I rejected the offer. Lack of interest demonstrated that although somewhat unique, the Special Collections were of limited, if any, resale value in the open market.

12. With no reasonable opportunity to sell the Special Collections, with the assistance of a former Dowling librarian, I contacted various educational institutions in the region in an effort

to find a new home for the Special Collections. Again, interest in acquiring the Special Collections was limited, even at no cost.

13. Ultimately, local institutions Adelphi University (“Adelphi”) and Saint Joseph’s College (“St. Joseph’s,” and together with Adelphi and Mercury, the “Special Collections Recipients”) agreed to take certain portions of the Special Collections. Mercury, which intends to operate a higher education institution in the future, has agreed to take other portions of the Special Collections and return them to the library at the former Oakdale Campus.

B. *Debtor’s Business Judgment*

14. I believe that the transfer of the Special Collections to the Special Collections Recipients represents the sound business judgment of the Debtor and is appropriate in light of the facts and circumstances set forth herein. First, the Debtor’s unsuccessful efforts to sell the Special Collections demonstrate that they are of nominal, if any, value to the Estate. Second, the Special Collections are being transferred to institutions of higher learning, which is consistent with the Debtor’s former purposes as an institution of higher learning. Third, since the cessation of operations, Dowling has no use for the Special Collections, and once the closing on the Brookhaven Campus occurs, unless the Special Collections are transferred to the Special Collections Recipients, the Debtor will be required to store the Special Collections with a storage facility at significant cost to the Debtor’s estate.

15. I believe these reasons provide sufficient business reasons to transfer the Special Collections to the Special Collections Recipients. Further, the transfer of the Special Collections to the Special Collections Recipients is supported by the Debtor’s debtor-in-possession lenders and the Creditors’ Committee, has been approved by the Board of Trustees of Dowling, subject to Court approval, and the Charities Bureau has raised no objection.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: July 27, 2018

/s/ Robert S. Rosenfeld

Robert S. Rosenfeld
Chief Restructuring Officer

Exhibit 1

Dowling College Library
Special Collection Report

| Collection Name | Description | Date Acquired | How Acquired (Purchased / Donated) | Provenance | Bill of Sale (Yes/No) | Deed of Gift (Yes/No) | Restricted (Yes/No) | Comments: | Approximate Extent | Linear feet of Books | Proposed Recipient |
|---------------------------------|--|---------------|---------------------------------------|---|--------------------------|--------------------------|------------------------|--|--|----------------------------|---|
| Kraft Foods Collection | This collection contains photos, booklets, and ephemera chronicling the Idle Hour Mansion (formerly owned by W.K. Vanderbilt I.) during the years (1926-[1947] 1957) prior to and during its ownership by Peace Haven (a cult also known as the Royal Fraternity of Master Metaphysicians (RFMM) (1938 - 1941) and the National Dairy Labs (1947-1960). Kraft Foods was a subsidiary of National Dairy Labs. | 4/30/2016 | Donated | These materials were found in a scrapbook in the Kraft Foods archives. Kraft Foods Archives disassembled the scrapbook and sent its contents to the Brooklyn Historical Society in February 2016. Brooklyn Historical Society sent these materials to Dowling College in April 2016. | No | Yes | No | Photos, booklets, ephemera | 1 cubic foot in 2 document boxes and 1 oversize box | | Mercury International, Ltd. (Return to Oakdale Library) |
| Peace Haven Collection | This collection contains photographs, articles and memorabilia chronicling the development and inhabitants of Peace Haven. Peace Haven was home base for a cult that was known as the Royal Fraternity of Master Metaphysicians. The Cult was started by James B. Shafer in 1938, when he purchased the former Vanderbilt Estate, once known as Idle Hour in Oakdale, NY, and re-named it Peace Haven. | 1993 | Purchased | This collection was purchased from former Peace Haven member and local historian, Lavern Wittlock on August 7, 1993. Subsequent materials were purchased at auction at Philip Weiss on June 22, 2008. Occasionally, the College acquires photos. | Yes | No | No | Newspaper clippings, Photographs, books, etc. | 4.5 cubic feet in 1 File Cabinet Drawer and 2 document boxes | | Mercury International, Ltd. (Return to Oakdale Library) |
| Vanderbilt Family Collection | This collection contains photographs, articles and memorabilia chronicling the Vanderbilt family with special emphasis on the William K. Vanderbilt I's branch of the Vanderbilt family tree. Biographical information as well as historical and architectural information pertaining to the Vanderbilt family can be found here. | Unknown | Unknown | This was an actively researched collection. This collection may include materials from the Dowling College Library Local History Files and the defunct WK Vanderbilt Historical Society. | No | No | No | Newspaper clippings, Photographs, etc. | 12 cubic feet in 4 file cabinet drawers | | Mercury International, Ltd. (Return to Oakdale Library) |
| Oakdale, NY Collection | This collection contains photographs, articles and memorabilia chronicling the development and inhabitants of the hamlet of Oakdale, NY located on the South Shore of Long Island in the Town of Islip, in Suffolk County, NY. | Unknown | Unknown | This was an actively researched collection. This collection may include materials from the Dowling College Library Local History Files, and the defunct WK Vanderbilt Historical Society. | No | No | No | Newspaper clippings, Photographs, etc. | 12 cubic feet in 4 file cabinet drawers | | Mercury International, Ltd. (Return to Oakdale Library) |
| Idle Hour Collection | This collection contains photographs and memorabilia chronicling William K. Vanderbilt's Idle Hour Mansion in Oakdale, NY and the subsequent Oakdale, NY housing development bearing the same name and generally comprising the same acreage - bordered by the Great South Bay to the South, the Connecticut River to the West, Vanderbilt Blvd to the East, and Montauk Highway to the North. | Unknown | 1993 | This was an actively researched collection. These materials have been added to over the years and may include materials from the Dowling College Library Local History Files, and the now defunct WK Vanderbilt Historical Society. Some materials were purchased from Lavern Whitlock. | Yes | No | No | Newspaper clippings, Photographs, etc. | 12 cubic feet in 4 file cabinet drawers | | Mercury International, Ltd. (Return to Oakdale Library) |
| Grace Barstow Murphy Collection | This collection contains handwritten notes, newspaper articles, newsletters from various organizations, and ephemera chronicling the Environmental Conservation Movement - particularly on (but not limited to) Long Island in the 1960's. Mrs. Murphy was a former president of Conservationists United for Long Island. Some of the history of this organization is included with these papers. | Unknown | Unknown | unknown | No | No | No | handwritten notes, newspaper articles, newsletters from various organizations, and ephemera. | 5 cubic feet in 10 document boxes | | St. Joseph's College |

Dowling College Library
Special Collection Report

| Collection Name | Description | Date Acquired | How Acquired (Purchased / Donated) | Provenance | Bill of Sale (Yes/No) | Deed of Gift (Yes/No) | Restricted (Yes/No) | Comments: | Approximate Extent | Linear feet of Books | Proposed Recipient |
|-------------------------------------|--|------------------------------|---------------------------------------|---|--------------------------|--------------------------|------------------------|--|--|----------------------------|---|
| Nelson R. Gidding Script Collection | This collection of scripts, made for film and television, was in the possession of Nelson Gidding at his death. Nelson was an Academy Award nominated screenwriter, and he was honored with a memorial tribute at the 2005 Academy Awards. | 7/31/2006 | Donated | Upon Nelson Gidding's death, his son and Dowling College Professor, Dr. Joshua Gidding, donated Nelson's entire collection of books and manuscripts to the Dowling College Library. A copy of the deed of gift is on file in the Library Manager's office. | No | Yes | No | Unbound Manuscripts, 8.5" X 11" | 22 cubic feet in 43 document boxes, plus 2 linear feet books and DVD's | | Adelphi University |
| Historic Post Card Collection | The collection contains historic postcards of Long Island, New York City, New York State, and assorted other States. Most of the subject matter in the collection documents the Gilded Age, the American country house movement, and life on the South Shore of Long Island. | 1993 to present | Purchased | The Historic Post Card Collection at the Dowling College Library is an active collection. Post cards are purchased and added to the collection as appropriate subject matter is found. Some post cards date back to the 1993 Lavern Wittlock purchase. | Yes | No | No | Post Cards | 3.5 linear feet in 4 boxes | | 3 boxes to St. Joseph's College, 1 box (Oakdale) to Mercury International, Ltd. (Return to Oakdale Library) |
| Idle Hour Artist Colony Collection | The Collection contains memorabilia from the Idle Hour Artist Colony. Paintings, photographs, Christmas Cards, personal correspondence, organizational documents, and other printed materials are included in the collection. | Prior to 1992 to the present | Donated | This is an actively researched collection. These materials have been added to over the years and may include materials from the Dowling College Library Local History Files; Dowling College Restoration Committee; the Dowling College Friends of the Library, and the now defunct WK Vanderbilt Historical Society. | Laverne | Partial | No | Newspaper clippings, Photographs, small drawings and misc. art, etc. | 4 Cubic feet in 2 file cabinet drawers | | Mercury International, Ltd. (Return to Oakdale Library) |
| Artist Colony Paintings | 20 Framed paintings and drawings - Oil, watercolor, etchings, drawings, tempera, etc | 10/25/1992 | Donated | Donated by the Dowling College Restoration Committee and the Dowling College Friends of the Library | No | Partial | No | 20 Paintings and drawings - Oil, watercolor, etchings, drawings, tempera, etc | 20 pieces of framed artwork - sizes vary | | Mercury International, Ltd. (Return to Oakdale Library) |
| Muriel Vanderbilt Collection | This collection contains photographs and memorabilia chronicling the life of Muriel Vanderbilt, socialite, horse breeder, and granddaughter of Idle Hour estate owner, William K Vanderbilt I. | After 1972 | Donated | Donated to Dowling College by Consuelo Vanderbilt (Sister of Muriel) after Muriel's Death. | No | No | No | Photographs, Business Records, Diary, awards, etc. Materials were also donated to the Suffolk County Vanderbilt Museum at the same time. | 5 Cubic feet in 6 Boxes | | Mercury International, Ltd. (Return to Oakdale Library) |
| South Side Sportsmen's Collection | The collection contains scrapbooks, photo albums, period newspaper articles and memorabilia from the South Side Sportsmen's Club in Oakdale, NY. | 7-Aug-93 | Purchased | Lavern Wittlock to Don Weinhardt to Betty Kuss for the Dowling College Long Island Collection - August 7, 1993. | Yes | No | No | Scrapbooks, photo albums, period newspaper articles and memorabilia. Sizes vary. | 12 cubic feet in 15 boxes | | Mercury International, Ltd. (Return to Oakdale Library) |

Dowling College Library
Special Collection Report

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|---------------------------|---|-------------------------------|---------------------------------------|--|--------------------------|------------------------------|------------------------|------------|--|----------------------------|--|
| Paul Townsend Collection | The Collection contains Paul Townsend's files and correspondence from his days as Editor in Chief at the Long Island Business News. In addition the collection contains, bound volumes of the Long Island Business News from 1954 -2007 and assorted video recordings from 1994-1995. | 7/27/2006 | Donated | Gift of Terry Townsend (Paul's Wife), 2006 | No | Yes | No | See Extent | 72 cubic feet in 24 File Drawers, 34 cubic feet in 193 Bound Volumes, 5 linear feet in 50 Video Recordings | | Mercury International, Ltd. (Return to Oakdale Library) |
| Rare Book Room | This collection contains rare and valuable books, books with autographs and older (<100 years old) books whose presence in the collection gave the college free access to the ebook version of it. | collection started circa 2009 | Donated and Purchased | Gidding Collection, McGowan Collection, books found in Special Collections, some books moved from main collection | No | McGowan - Yes, Gidding - Yes | no | Books | 63 shelves | 189 | Some to St. Joseph's College / Some to Mercury International, Ltd. (Return to Oakdale Library) |
| Schleicher Collection | First hand accounts of the Civil War | 1970's or 1980's | Donated | Schleicher was a historian and author who collected these books on the civil war. They were donated after his death an placed in the main collection of the library. Circa 2007 the books were moved to Special Collections. | No | No | No | Books | 12 shelves | 36 | St Joseph's College |
| Knife Collection | Books about bowie knives | 2002 | Donated | Donated after the death of Willard Hogeboom in 2002 | No | Unknown | No | Books | 1 shelf | 3 | Mercury International, Ltd. (Return to Oakdale Library) |
| McGowan Collection | Books authored by Harold McGowan | 2005-2006 | Donated | Donated after the death of Harold McGowan. McGowan was a benefactor to the College. | No | Yes | No | Books | 2/3 shelf | 2 | St Joseph's College |
| Special Collections Books | Books on the left side of the purple special collections room. This collection deals with local history, history of NYC and NYS, History of religion, etc. | 1962-Present | Donated and Purchased | These books were already in, or purchased for Special Collections when the librarian took over in 2008. | Some, yes | No | No | Books | 42 shelves | 126 | Some to St. Joseph's College / Some to Mercury International, Ltd. (Return to Oakdale Library) |
| Art Books | Books on the right side of the purple special collections room. These books were purchased for classes that held some of their meetings in Special Collections. | 1962-Present | Donated and Purchased | A few books came from the Main collection, many were purchased for the classes. | Some, yes | No | No | Books | 6 shelves | 18 | St Joseph's College |

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Special Collection Report

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|-------------------------------------|--|---------------|--|---|--------------------------|-----------------------------|------------------------|-----------|-------------------------|----------------------------|--|
| Gilded Age Books | Books on the right side of the purple special collections room. These books were purchased for classes that held some of their meetings in Special Collections. | 1962-Present | Donated and Purchased | A few books came from the Main collection, many were purchased for the classes. | Some, yes | no | No | Books | 5 shelves | 15 | St Joseph's College |
| Special Collections Reference Books | Reference Books to help the Special Collections Librarian do her job. | 1962-Present | Donated and Purchased | A few books came from the Main collection, others were purchased. | Some, yes | No | No | Books | 1 shelf | 3 | St Joseph's College |
| LI Architecture | Books on the right side of the purple special collections room. These books were purchased for classes that held some of their meetings in Special Collections. | 1962-Present | donated and purchased | A few books came from the Main collection, many were purchased for the classes. | Some, yes | no | no | Books | 1 shelf | 3 | St Joseph's College |
| LI Aviation | Books on the right side of the purple special collections room. These books were purchased for classes that held some of their meetings in Special Collections. | 1962-Present | donated and purchased | A few books came from the Main collection in Brookhaven, many were purchased for the classes. | Some, yes | No | No | Books | 1 shelf | 3 | St Joseph's College |
| Assorted Small Collections | Books on the right side of the purple special collections room. These books deal with topics such as: African Americans on LI, Oakdale LI, Fire Island, Pony Express, Bronco Charlie, Artist Colony, etc | 1962-Present | donated and purchased | These books were already in, or purchased for Special Collections when the librarian took over in 2008. | Some, yes | No | No | Books | 4 shelves (with spaces) | 9 | Some to St. Joseph's College / Some to Mercury International, Ltd. (Return to Oakdale Library) |
| Vanderbilt Books | Books on the right side of the purple special collections room. These books were purchased for classes that held some of their meetings in Special Collections. | 1962-Present | donated and purchased | These books were already in, or purchased for Special Collections when the librarian took over in 2008. | Some, yes | No | No | Books | 3 shelves | 9 | Mercury International, Ltd. (Return to Oakdale Library) |
| LI Environment Books | Books issued by governmental sources on LI Environmental issues | 1962-Present | donated and purchased | All of these books were taken from the main collection. | Unknown | No | No | Books | 3 shelves | 9 | St Joseph's College |

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Special Collection Report

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|--|---|---------------|---|--|--------------------------|-----------------------------|------------------------|---|-----------------------|----------------------------|---|
| Bronco Charlie and his Restaurant | Materials purchased from ebay, Phillip Weiss Auction, and scavenged prior to the demolition of Bronco Charlie's Restaurant. | 3/19/2008 | Scavenged from a building the college owned | Scavenged from a building the college owned | No | Unknown | No | China and other restaurant memorabilia, painting, photos, etc | 11 boxes on 2 shelves | | Mercury International, Ltd. (Return to Oakdale Library) |
| Fortune Magazine | Bound Periodicals | Unknown | Unknown | Was in Study in Mansion | No | No | No | Books | 8 shelves | 24 | Mercury International, Ltd. (Return to Oakdale Library) |
| Harper's Magazine | Bound Periodicals | Unknown | Unknown | Was in Study in Mansion | No | No | No | Books | 2 1/3 shelves | 7 | Mercury International, Ltd. (Return to Oakdale Library) |
| The Stage, Annals of the NY Stage, the London Stage, The Theatre | Bound Periodicals | Unknown | Unknown | Was in Study in Mansion | No | No | No | Books | almost 5 shelves | 14 | Mercury International, Ltd. (Return to Oakdale Library) |
| Linder Collection | Diorama plus items for inside the diorama and one pencil on paper portrait of Patricia Bourne Elbert | 22-Jun-15 | Donated | Donated from person who lived in Artist Colony | No | Yes | No | | | | Mercury International, Ltd. (Return to Oakdale Library) |